

RECORDATION NO. 27332 FILED

DEC 31 '07 -3 00 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 31, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Assignment Agreement, dated as of December 31, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor: Chase Equipment Leasing, Inc.  
10 South Dearborn Drive  
Chicago, Illinois 60603-2003

Assignee: AIG Rail Services, Inc.  
300 South Riverside Plaza  
Suite 2100  
Chicago, Illinois 60606

Mr. Vernon A. Williams  
December 31, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

148 railcars: MQPX 2000 – MQPX 2153, except MQPX 2014, 2035,  
2089, 2092, 2110 and 2112.

A short summary of the document to appear in the index is:

Memorandum of Master Assignment Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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DEC. 31 '07 -3 00 PM

**MEMORANDUM OF MASTER ASSIGNMENT AGREEMENT**

SURFACE TRANSPORTATION BOARD

Memorandum of Master Assignment Agreement made and entered into on December 31, 2007 by and between **CHASE EQUIPMENT LEASING INC.**, an Ohio corporation (the "Assignor") and **AIG RAIL SERVICES, INC.**, a Delaware corporation (the "Assignee").

**W I T N E S S E T H:**

Assignor, as successor in interest to Banc One Leasing Corporation, and Assignee have entered into that certain Master Assignment Agreement (the "Assignment"), dated as of December 31, 2007, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

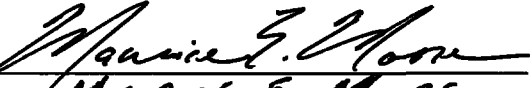
This Memorandum may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Master Assignment Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**CHASE EQUIPMENT LEASING, INC.**

**AIG RAIL SERVICES, INC.**

By:   
Name: MAURICE E. MOORE  
Title: SENIOR VICE PRESIDENT & REGIONAL LEASING MANAGER

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this 31 day of December, 2007

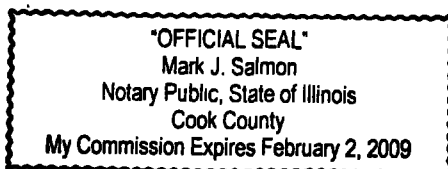
Executed on this \_\_\_\_ day of December, 2007

[Memorandum of Master Assignment Agreement]

STATE OF Illinois )  
 ) SS:  
COUNTY OF Cook )

On this, the 27<sup>th</sup> day of December 2007, before a Notary Public in and for said County and State, personally appeared Maurice E. Moore, who being by me duly sworn, says that he is the Senior Vice President of Chase Equipment Leasing, Inc., that said instrument was signed on December 27<sup>th</sup>, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



A handwritten signature in black ink, appearing to be "M. J. Salmon", written over a horizontal line.

Name: \_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

[Memorandum of Master Assignment Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**CHASE EQUIPMENT LEASING, INC.**

**AIG RAIL SERVICES, INC.**

By: \_\_\_\_\_  
Name:  
Title:

By: *Jeffrey L. Wilkinson*  
Name: *Jeffrey L. Wilkinson*  
Title: *Vice President*

Executed on this \_\_\_\_ day of December, 2007


Executed on this 31<sup>st</sup> day of December, 2007

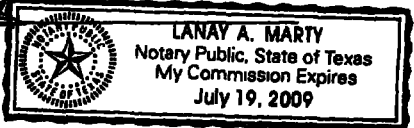
[Memorandum of Master Assignment Agreement]

STATE OF Tx )  
 ) SS:  
COUNTY OF Collin )

On this, the \_\_\_ day of December 2007, before a Notary Public in an for said County and State, personally appeared Tathey L. Wilkins, who being by me duly sworn, says that he is the Vice President of AIG Rail Services, Inc., that said instrument was signed on December \_\_\_, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: \_\_\_\_\_  
Notary Public



My Commission Expires:  
Residing in July 19, 2009

[Memorandum of Master Assignment Agreement]

STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of December 2007, before a Notary Public in an for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that he is the \_\_\_\_\_ of AIG Rail Services, Inc., that said instrument was signed on December \_\_\_\_, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public

My Commission Expires:  
Residing in \_\_\_\_\_



[Memorandum of Master Assignment Agreement]

**EXHIBIT A**

One Hundred Forty-Eight (148) units as identified on the attached List of Equipment and leased pursuant to (i) Lease Schedule No. 1000102804 dated April 1, 2000; (ii) Lease Schedule No. 1000103715 dated May 15, 2000; (iii) Lease Schedule No. 1000104036 dated June 1, 2000; (iv) Lease Schedule No. 1000104748 dated June 28, 2000; (v) Lease Schedule No. 1000105272 dated July 28, 2000; and (vi) Lease Schedule No. 1000103317 dated May 1, 2000, to that certain Master Railcar Lease Agreement dated March 19, 2000 between Chase Equipment Leasing, Inc. and Millennium Inorganic Chemicals, Inc.

[Memorandum of Master Assignment Agreement]

LIST OF EQUIPMENT

1	MQPX	2000
2	MQPX	2001
3	MQPX	2002
4	MQPX	2003
5	MQPX	2004
6	MQPX	2005
7	MQPX	2006
8	MQPX	2007
9	MQPX	2008
10	MQPX	2009
11	MQPX	2010
12	MQPX	2011
13	MQPX	2012
14	MQPX	2013
15	MQPX	2015
16	MQPX	2016
17	MQPX	2017
18	MQPX	2018
19	MQPX	2019
20	MQPX	2020
21	MQPX	2021
22	MQPX	2022
23	MQPX	2023
24	MQPX	2024
25	MQPX	2025
26	MQPX	2026
27	MQPX	2027
28	MQPX	2028
29	MQPX	2029
30	MQPX	2030
31	MQPX	2031
32	MQPX	2032
33	MQPX	2033
34	MQPX	2034
35	MQPX	2036
36	MQPX	2037
37	MQPX	2038
38	MQPX	2039
39	MQPX	2040
40	MQPX	2041

41	MQPX	2042
42	MQPX	2043
43	MQPX	2044
44	MQPX	2045
45	MQPX	2046
46	MQPX	2047
47	MQPX	2048
48	MQPX	2049
49	MQPX	2050
50	MQPX	2051
51	MQPX	2052
52	MQPX	2053
53	MQPX	2054
54	MQPX	2055
55	MQPX	2056
56	MQPX	2057
57	MQPX	2058
58	MQPX	2059
59	MQPX	2060
60	MQPX	2061
61	MQPX	2062
62	MQPX	2063
63	MQPX	2064
64	MQPX	2065
65	MQPX	2066
66	MQPX	2067
67	MQPX	2068
68	MQPX	2069
69	MQPX	2070
70	MQPX	2071
71	MQPX	2072
72	MQPX	2073
73	MQPX	2074
74	MQPX	2075
75	MQPX	2076
76	MQPX	2077
77	MQPX	2078
78	MQPX	2079
79	MQPX	2080
80	MQPX	2081

[Memorandum of Master Assignment Agreement]

81	MQPX	2082
82	MQPX	2083
83	MQPX	2084
84	MQPX	2085
85	MQPX	2086
86	MQPX	2087
87	MQPX	2088
88	MQPX	2090
89	MQPX	2091
90	MQPX	2093
91	MQPX	2094
92	MQPX	2095
93	MQPX	2096
94	MQPX	2097
95	MQPX	2098
96	MQPX	2099
97	MQPX	2100
98	MQPX	2101
99	MQPX	2102
100	MQPX	2103
101	MQPX	2104
102	MQPX	2105
103	MQPX	2106
104	MQPX	2107
105	MQPX	2108
106	MQPX	2109
107	MQPX	2111
108	MQPX	2113
109	MQPX	2114
110	MQPX	2115
111	MQPX	2116
112	MQPX	2117
113	MQPX	2118
114	MQPX	2119
115	MQPX	2120

116	MQPX	2121
117	MQPX	2122
118	MQPX	2123
119	MQPX	2124
120	MQPX	2125
121	MQPX	2126
122	MQPX	2127
123	MQPX	2128
124	MQPX	2129
125	MQPX	2130
126	MQPX	2131
127	MQPX	2132
128	MQPX	2133
129	MQPX	2134
130	MQPX	2135
131	MQPX	2136
132	MQPX	2137
133	MQPX	2138
134	MQPX	2139
135	MQPX	2140
136	MQPX	2141
137	MQPX	2142
138	MQPX	2143
139	MQPX	2144
140	MQPX	2145
141	MQPX	2146
142	MQPX	2147
143	MQPX	2148
144	MQPX	2149
145	MQPX	2150
146	MQPX	2151
147	MQPX	2152
148	MQPX	2153

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: December 31, 2007

E M. Luria  
Edward M. Luria